

P03000010704

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

03 APR - 7 PM 1:41

RECEIVED



800015158428

04/07/03--01069--002 \*\*43.50

FILED

2003 APR - 7 PM 3:45

RECEIVED

STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

03 APR - 7 PM 1:48

C. Coulliette APR 07 2003

Gler & Dougherty, P.A.  
Requester's Name  
1501 Park Avenue East  
Address  
Tallahassee 878-2411  
City/State/Zip Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Marco Community Bank Corp, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in    ☐ Pick up time    ☒ Certified Copy  
☐ Mail out    ☐ Will wait    ☐ Photocopy    ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☒ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials

**ARTICLES OF AMENDMENT****CERTIFICATE OF THE DESIGNATION,  
PREFERENCES, RIGHTS AND LIMITATIONS OF**

**SERIES A PREFERRED STOCK**  
\$0.01 Par Value  
\$100.00 Per Share Redemption Value  
of  
**MARCO COMMUNITY BANCORP, INC.**

Pursuant to Section 607.0602 of the  
Florida Business Corporation Act

The undersigned, Michael A. Micallef as President of Marco Community Bancorp, Inc., a  
Florida Corporation ("Company"),

**DOES HEREBY CERTIFY:**

That, pursuant to the authority expressly conferred upon the Board of Directors of the Company by Article III of the Articles of Incorporation of the Company, and in accordance with the provisions of Section 607.0602, *Florida Statutes*, the Board of Directors, by Written Consent to Action, dated April 3, 2003, adopted the following amendment which designates a series of preferred stock to be known as Series A Preferred Stock with the following relative rights and preferences:

1. **Designation.** The designation of the series of preferred stock created hereby shall be Series A Preferred Stock, \$0.01 par value (hereinafter referred to as "Series A Preferred Stock"), and the number of shares constituting such series shall be 5,000 shares. The Series A Preferred Stock shall rank prior to the common stock of the Company, \$0.01 par value ("Common Stock") with respect to the payment of dividends and the distribution of assets.

2. **Dividend Rights.** The holders of shares of Series A Preferred Stock shall be entitled to receive dividends or other distributions when and as declared by the Board of Directors, out of funds legally available therefor.

3. **Liquidation Preference.** In the event of any liquidation, dissolution or winding up of the affairs of the Company, whether voluntary or involuntary, the holders of Series A Preferred Stock shall be entitled to receive out of the assets of the Company available for distribution to shareholders, an amount equal to \$100.00 per share prior to any distribution to holders of Common Stock of the Company.



4. **Redemption.** The Company may redeem shares of Series A Preferred Stock at any time after issuance, at a redemption price of \$100.00 per share. Notice of any redemption shall be given in person or by first class mail, postage prepaid, mailed not less than five days nor more than 30 days prior to the date fixed for redemption to the holders of record of the shares to be redeemed. After the date of redemption and notwithstanding the fact that any shares called for redemption shall not have been surrendered for cancellation, on and after such date the shares represented thereby called for redemption shall be deemed to be no longer outstanding, and all rights of the holders of such shares shall cease except for the right to receive the redemption value of the shares.

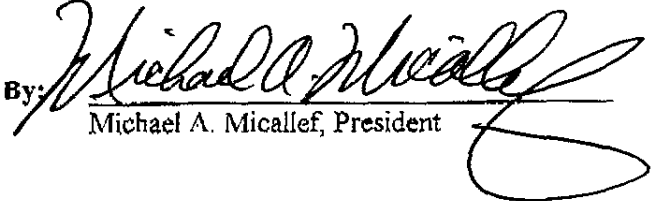
5. **No Voting Rights.** Except as otherwise required by law, the holders of Series A Preferred Stock shall not be entitled to vote.

6. **Reacquired Shares.** Shares of Series A Preferred Stock converted, redeemed, or otherwise purchased or acquired by the Company shall be restored to the status of authorized and unissued shares of preferred stock without designation as to series.

7. **No Sinking Fund.** Shares of Series A Preferred Stock are not subject to the operation of a sinking fund

IN WITNESS WHEREOF, MARCO COMMUNITY BANCORP, INC. has caused this Certificate to be signed by Michael A. Micallef, President, this 4<sup>th</sup> day of April, 2003.

MARCO COMMUNITY BANCORP, INC.

By:   
Michael A. Micallef, President